



St. Louis Southwestern Railway Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

June 15, 1984

RECORDATION NO. 10394-C FILE 1425

JUN 19 1984 -3 10 PM

Mr. James H. Bayne
Secretary
INTERSTATE COMMERCE COMMISSION
Interstate Commerce Commission
Twelfth Street & Constitution Avenue
Washington, D.C. 20423

4-171A037
No. JUN 19 1984
Date
Fee \$ 10.00
ICC Washington, D. C.

RE: I.C.C. Finance Docket No. 29023 --
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series H

Dear Mr. Bayne:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three (3) fully executed counterparts of Third Supplement to Equipment Trust dated as of June 1, 1984, to Equipment Trust Agreement dated as of May 15, 1979, creating St. Louis Southwestern Railway Company Equipment Trust, Series H, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of May 15, 1979, recorded on May 24, 1979, at 1:10 PM, assigned Recordation No. 10394;

First Supplement to Equipment Trust Agreement dated as of August 6, 1979, recorded on August 8, 1979, at 2:35 PM, assigned Recordation No. 10394-A; and

Second Supplement to Equipment Trust Agreement dated as of August 1, 1982, recorded on August 11, 1982, at 10:50 AM, assigned Recordation No. 10394-B.

In connection with the recording of the Third Supplement dated as of June 1, 1984, to the Equipment Trust Agreement dated as of May 15, 1979, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Mr. James H. Bayne
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Name and Address of Trustee - Lessor:

First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

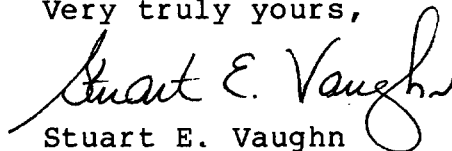
St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of the Equipment
Covered by the Third Supplement:

<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SSW and numbered 4153; GRIP date - December, 1979.
1	Diesel Locomotive; General Motors Corp. (Electro-Motive Division), builder; lettered SSW and numbered 4201; GRIP date - October, 1979.

When the recording of the Third Supplement has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you by our representative herewith, and return three (3) of the same to her.

Very truly yours,


Stuart E. Vaughn

Enclosures

cc: Mr. E. F. Grady
(Attn: Mr. L. S. Vollmer)

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INTERSTATE COMMERCE COMMISSION

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

EQUIPMENT TRUST

SERIES NO. H

THIRD

SUPPLEMENT TO EQUIPMENT TRUST

Dated as of June 1, 1984

FIRST PENNSYLVANIA BANK, N.A.

- TO -

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the first day of June, 1984, between First Pennsylvania Bank, N.A. (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and St. Louis Southwestern Railway Company, a corporation duly organized and existing under the laws of the State of Missouri (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of May 15, 1979, there was constituted the St. Louis Southwestern Railway Company Equipment Trust, Series No. H (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, pursuant to the provisions of said Equipment Trust, the Company has deposited with the Trustee an amount in cash equal to the fair value of Trust Equipment (all equipment described in and referred to as "Trust Equipment") which has been destroyed as provided in said Equipment Trust; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the

fair value, determined as provided in the Equipment Trust,
of the railroad equipment destroyed; and

WHEREAS, the Equipment Trust provides that upon the
transfer and delivery of said other railroad equipment to
the Trustee, the same shall be and become part of the Trust
Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid
(acting in pursuance of the Equipment Trust), party of the
first part, for and in consideration as well as the sum of
one dollar (\$1.00) to it paid by the Company, party of the
second part, at or before the unsealing and delivery hereof,
the receipt of which is hereby acknowledged, as of the rents
and covenants provided in the Equipment Trust to be paid,
kept and performed by the Company, has let and leased, and
does hereby let and lease to the Company as part of the
Trust Equipment of St. Louis Southwestern Railway Company
Equipment Trust, Series No. H, the railroad equipment
hereinafter described, to wit:


<u>Number of Units</u>	<u>Description</u>
1	Diesel Locomotive; General Motors (Electro-Motive Division), builder; lettered SSW and numbered 4153; GRIP date - December, 1979.
1	Diesel Locomotive; General Motors (Electro-Motive Division), builder; lettered SSW and numbered 4201; GRIP date - October, 1979.

TO HAVE AND TO HOLD, as part of the Trust Equipment,
subject to all of the terms and conditions of the Equipment
Trust.


This Third Supplement may be simultaneously executed
in several counterparts, each of which so executed shall be
deemed to be an original, and such counterparts together
shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance
with the terms and conditions of the Equipment Trust, and
the Company, pursuant to due corporate authority, have
caused these presents to be signed in their respective
corporate names and their respective corporate seals to be
hereunto affixed, duly attested, as of the day and year
first above written.

FIRST PENNSYLVANIA BANK, N.A.,
Trustee

By 
Corporate Trust Officer

Attest:


Assistant Secretary

ST. LOUIS SOUTHWESTERN
RAILWAY COMPANY

By 
Treasurer

Attest:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss.
CITY AND COUNTY OF PHILADELPHIA)

On this 12th day of June, 1984, before me personally appeared LYNN A. TUZINSKI, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorrig
Notary Public

LYNNE N. McCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires May 5, 1986

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

)
) ss.
)

On this 4th day of June, 1984, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is Treasurer of ST. LOUIS SOUTHWESTERN RAILWAY COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lenona M. J. Young
Notary Public

